

POLICY ON APPOINTMENT OF DIRECTORS AND BOARD DIVERSITY

Pursuant to Section 178 of the Companies Act, 2013 and the rules made thereunder, the Company has formulated this Policy on Appointment of Directors (“Policy”) for determining qualifications, attributes and independence and identification of persons qualified to become (executive, non-executive and independent) Directors.

▪ The composition of the Board shall consist of –

a) individuals having requisite skills/expertise/competencies for the effective functioning of the Board and Company as follows:

Skill	Description
Global Business	Understanding of global business dynamics, across various geographical markets, industry verticals and regulatory jurisdictions.
Strategy and Planning	Appreciation of long-term trends, strategic choices and experience in guiding and leading management teams to make decisions in uncertain environments.
Governance	Experience in developing governance practices, serving the best interests of all stakeholders, maintaining board and management accountability, building long-term effective stakeholder engagements and driving corporate ethics and values.

a) individuals having requisite qualifications, stature, experience and age based on the retirement age policy for Directors i.e. 65 years in case of executive directors, 70 years in case of non-executive directors and 75 years in case of independent directors.

b) appropriate mix of varied cultural, geographical background and gender diversity.



- c) appropriate mix of non-independent and independent directors meeting the criteria of independence set out in Companies Act, 2013 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.
 - d) individuals not disqualified or debarred from being appointed or continuing as Director, under any law applicable to the Company.
- In case of re-appointment, the following additional criteria shall be considered:
 - non-executive directors (including independent directors) – evaluation of his/her performance, attendance and participation in the meetings and contribution to the activities of the Board.
 - executive directors – evaluation of his/her performance as well as performance of the Company.

The Board and Nomination and Remuneration Committee may lay down such procedures as required for the above purpose. For remuneration of Directors, please refer to the Remuneration Policy of the Company.

This Policy shall be subject to review as may be deemed necessary and in accordance with any regulatory amendments.

